

autowerkstatt group N.V.
Amsterdam

Annual report 2014

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FINANCIAL STATEMENTS

1 BALANCE SHEET AS AT DECEMBER 31, 2014
(after appropriation of result)

	December 31, 2014		December 31, 2013	
	€	€	€	€
ASSETS				
FIXED ASSETS				
<i>Intangible fixed assets</i> (1)				
Goodwill		17,607		23,476
<i>Financial fixed assets</i> (2)				
Participations in group companies	1		126,799	
Loans to group companies	48,163		61,060	
Loans to third parties	24,575		30,052	
		72,739		217,911
CURRENT ASSETS				
<i>Receivables, prepayments and accrued income</i> (3)				
Receivables from group companies	27,000		18,000	
Taxation receivable	317		2,910	
Other receivables	2,000		2,464	
		29,317		23,374
<i>Cash and cash equivalents</i> (4)		33,271		36,944
		<u>152,934</u>		<u>301,705</u>

	December 31, 2014		December 31, 2013	
	€	€	€	€
EQUITY AND LIABILITIES				
EQUITY	(5)			
Issued share capital	600,000		600,000	
Share premium reserve	485,493		485,493	
Other reserves	<u>-958,498</u>		<u>-802,904</u>	
		126,995		282,589
CURRENT LIABILITIES	(6)			
Trade creditors	14,689		10,866	
Accrued expenses	<u>11,250</u>		<u>8,250</u>	
		25,939		19,116
		<u>152,934</u>		<u>301,705</u>

2 PROFIT AND LOSS ACCOUNT 2014

		2014		2013	
		€	€	€	€
Management fee	(7)		6,000		6,000
Amortisation of intangible fixed assets	(8)	5,869		5,869	
Other operating expenses	(9)	36,190		55,098	
			42,059		60,967
Operating result			-36,059		-54,967
Financial income and expenses	(10)		7,263		6,859
Result from normal operations before tax			-28,796		-48,108
Taxation on result of ordinary activities			-		-
			-28,796		-48,108
Share in result of participating interests	(11)		-126,798		-37,513
Result after tax			-155,594		-85,621

3 NOTES TO THE STATEMENTS

GENERAL

Activities

autowerkstatt group N.V. operates as a franchise concept for Germany based independent car repair shops. The Company mainly acts as a holding and financing company.

The Company has her statutory seat in Amsterdam and registered office in Waalre.

Consolidation

In accordance with article 2:407 part 2A of the Dutch Civil Code no consolidated annual accounts have been prepared.

LIST OF PARTICIPATING INTERESTS

The Company has the following capital interests, which have been valued at net asset value:

Name, statutory registered office	Share in issued capital
	%
Kaiser WerkstattSysteme GmbH München, Germany	99.91

GENERAL ACCOUNTING PRINCIPLES FOR THE PREPARATION OF THE ANNUAL ACCOUNTS

The financial statements are drawn up in accordance with the provisions of Title 9, Book 2 of the Dutch Civil Code and the firm pronouncements in the Dutch Accounting Standards, as published by the Dutch Accounting Standards Board ('Raad voor de Jaarverslaggeving').

Assets and liabilities are generally valued at historic cost or at fair value at the time of acquisition. If no specific valuation principle has been stated, valuation is at historical cost.

Income and expenses are accounted for an accrual basis. Profit is only included when realized on the balance sheet date. Losses originating before the end of the financial year are taken into account if they have become known before preparation of the financial statements.

Estimates

In applying the principles and policies for drawing up the financial statements, the directors of the Company make different estimates and judgments that may be essential to the amounts disclosed in the financial statements. If it is necessary in order to provide the transparency required under Book 2, article 362, paragraph 1, the nature of these estimates and judgments, including related assumptions, is disclosed in the notes to the relevant financial statement item.

Comparison with previous year

The comparatives have been restated in order to match the current year's presentation.

PRINCIPLES OF VALUATION OF ASSETS AND LIABILITIES

Intangible fixed assets

Intangible fixed assets are presented at cost less accumulated amortisation and, if applicable, less impairments in value. Amortisation is charged as a fixed percentage of cost, as specified in more detail in the notes to the balance sheet. The useful life and the amortisation method are reassessed at the end of each financial year.

Amortisation rates

Asset	%
Goodwill	10

Financial fixed assets

Participating interests where significant influence is exercised over the business and financial policy are valued according to the equity method on the basis of the nett asset value. Participating interests without such influence, are valued at the acquisition price, taking into account a provision for value decreases.

Upon initial recognition, the receivables on and loans to participations and other receivables are valued at fair value and then valued at amortised cost, which equals the face value, after deduction of any provisions.

Trade and other receivables

Trade and other receivables are stated at nominal value, less any provision for doubtful debts. Provisions are designated on basis of individual assessment of recoverability of the receivables.

Cash and cash equivalents

The cash is valued at face value. If cash equivalents are not freely disposable, this has been taken into account in the valuation.

Long-term and short-term liabilities

Upon initial recognition, the loans and liabilities recorded are stated at fair value and then valued at amortised cost.

PRINCIPLES FOR THE DETERMINATION OF THE RESULT

Net turnover

The net turnover represents amounts invoiced for services supplied during the financial year reported on, net of discounts and value added taxes.

Amortisation

The amortisation of the intangible fixed assets is calculated using fixed percentages of the purchase price.

Financial income and expenses

Financial income and expenses comprise interest income and expenses of loans for the current reporting period.

Share in result of participating interests

Where significant influence is exercised over participations, the group's share in the participations' results is included in the consolidated profit and loss account. This result is determined on the basis of the accounting principles applied by autowerkstatt group N.V.

Taxes

Corporate income tax is calculated at the applicable rate on the result for the financial year, taking into account permanent differences between profit calculated according to the annual account and profit calculated for taxation purposes, and with which deferred tax assets (if applicable) are only valued insofar as their realisation is likely.

4 NOTES TO THE BALANCE SHEET AS OF DECEMBER 31, 2014

Fixed assets

1. Intangible fixed assets

	Goodwill
	€
<i>Carrying amount as of January 1, 2014</i>	
Purchase price	58,690
Cumulative depreciation and impairment	-35,214
	<u>23,476</u>
<i>Movement</i>	
Amortization	<u>-5,869</u>
<i>Carrying amount as of December 31, 2014</i>	
Purchase price	58,690
Cumulative depreciation and impairment	-41,083
	<u>17,607</u>
<i>Amortisation rates</i>	%
Goodwill	10

2. Financial fixed assets

Participations in group companies

	2014	2013
	€	€
<i>Kaiser WerkstattSysteme GmbH, Germany</i>		
Carrying amount as of January 1	126,799	64,389
Capital increase	-	100,000
Share in result	-126,798	-37,590
Carrying amount as of December 31	<u>1</u>	<u>126,799</u>

	<u>12/31/2014</u>	<u>12/31/2013</u>
	€	€
<i>Loans to group companies</i>		
Loan Kaiser WerkstattSysteme GmbH	24,967	23,118
Loan 2 Kaiser WerkstattSysteme GmbH	2,862	11,294
Loan 3 Kaiser WerkstattSysteme GmbH	3,468	3,272
Loan 4 Kaiser WerkstattSysteme GmbH	6,822	6,436
Loan 5 Kaiser WerkstattSysteme GmbH	-	248
Loan 6 Kaiser WerkstattSysteme GmbH	-	3,733
Loan 7 Kaiser WerkstattSysteme GmbH	-	2,917
Loan 8 Kaiser WerkstattSysteme GmbH	10,044	10,042
	<u>48,163</u>	<u>61,060</u>

The loans bear interest at a rate of 5-8% per annum.

Loans to third parties

The loans bear interest at a rate of 5-8% per annum.

Current assets

3 Receivables, prepayments and accrued income

Receivables from group companies

Receivable Kaiser WerkstattSysteme GmbH	<u>27,000</u>	<u>18,000</u>
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Taxation receivable

VAT	<u>317</u>	<u>2,910</u>
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	<u>12/31/2014</u>	<u>12/31/2013</u>
	€	€
<i>4. Cash and cash equivalents</i>		
Deutsche Bank	1,754	5,445
Deutsche Bank GeldmarktSparen	30,807	30,776
Müncher Bank	710	723
	<u>33,271</u>	<u>36,944</u>

5. Equity

	<u>12/31/2014</u>	<u>12/31/2013</u>
	€	€
<i>Issued share capital</i>		
The issued share capital amounts to € 600,000 and consists of 6,000,000 shares with a par value of € 0.10 each.	<u>600,000</u>	<u>600,000</u>
	<u>2014</u>	<u>2013</u>
	€	€
<i>Share premium reserve</i>		
Carrying amount as of January 1	485,493	478,949
Increase share capital	-	6,544
Carrying amount as of December 31	<u>485,493</u>	<u>485,493</u>
<i>Other reserves</i>		
Carrying amount as of January 1	-802,904	-717,283
Allocation net result	-155,594	-85,621
Carrying amount as of December 31	<u>-958,498</u>	<u>-802,904</u>

6. Current liabilities

	<u>12/31/2014</u>	<u>12/31/2013</u>
	€	€
<i>Accruals and deferred income</i>		
Accountants and administration costs	3,250	3,250
Supervisory board	8,000	5,000
	<u>11,250</u>	<u>8,250</u>

5 NOTES TO THE PROFIT AND LOSS ACCOUNT 2014

	2014	2013
	€	€
7. Management fee		
Kaiser WerkstattSysteme GmbH	6,000	6,000

Staff

During 2014, the Company had no employees (2013: nil).

Amortisation

8 Amortisation of intangible fixed assets

Goodwill	5,869	5,869
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9. Other operating expenses

Domiciliation expenses	500	500
Office expenses	-	5,000
General expenses	35,690	49,598
	<u>36,190</u>	<u>55,098</u>

General expenses

Accountants expenses	3,451	8,037
Advice fees	10,800	24,430
Legal fees	-	1,923
Supervisory board	5,000	10,000
Stock exchange expenses	5,621	-
Representation expenses	1,773	2,394
Write-off debtors	4,973	-
Miscellaneous expenses	4,072	2,814
	<u>35,690</u>	<u>49,598</u>

The Company has written off two loans, including interest, for a total amount of € 4,973, due to insolvency of the lender.

10. Financial income and expenses

Interest and similar income

Interest current account bank	-	85
Interest loans Kaiser WerkstattSysteme GmbH	3,608	4,362
Interest loans third parties	4,484	2,730
	<u>8,092</u>	<u>7,177</u>

	<u>2014</u>	<u>2013</u>
	€	€
<i>Interest and similar expenses</i>		
Bank charges	<u>-829</u>	<u>-318</u>
11. Share in result of participating interests		
Share in result of Kaiser WerkstattSysteme GmbH	<u>-126,798</u>	<u>-37,513</u>

Signing of the financial statements

Amsterdam, December 7, 2015

Management board

H.T. Kaiser

Supervisory board

N.J. Kaiser

E.J.E. Kaiser

J.C. Haedke

H.E. Liebler

M.G. Pretzl